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 COUNSEL

6755-F
 REGISTERED NO. 6755-F
 FILE 1423

DEC 7 1981 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

December 4, 1981

No. 1
 DEC 7 1981
 Date.....
 Fee \$.....

ICC Washington, D. C.

Ms. Agatha L. Mergenovich
 Secretary
 Interstate Commerce Commission
 12th Street & Constitution Avenue N.W.
 Washington, D.C. 20423

Dear Ms. Mergenovich:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. § 11303 are the original and two counterparts of an Assignment of Lease dated as of November 30, 1981. *Cross index under Ruder & Company*

A general description of the railroad rolling stock covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Lessee: Goodyear Tire & Rubber Company
 Akron, Ohio 44316
 Attention: Office of the Secretary

Debtor (Lessor): Greenbrier Leasing Corporation
 503 High Street
 Oregon City, Oregon 97045

Assignee of Lease: Schroder Leasing Corporation
 One State Street
 New York, New York 10004

Compliments of C.T. Kammer

DEC 7 2 34 PM '81

Prior Recordation: Railroad Equipment Lease
Recordation Number: 6755-A
Recordation Date: September 29, 1972

as amended by

First Amendment to Railroad Equipment Lease
Recordation Number: 6755-C
Recordation Date: October 24, 1972

Please return the original Assignment of Lease
to Michael P. Schumaecker, Winthrop, Stimson, Putnam &
Roberts, 40 Wall Street, New York, New York 10005.

Enclosed is a certified check in the amount of
\$10 covering the required recording fee.

The undersigned is the attorney for the Assignee
of Lease.

Very truly yours,



Michael P. Schumaecker

Enclosures

Schedule A

Description of Equipment:

One hundred seventy-one (171) OTDX 6000 Series railroad container cars bearing the identifying symbol "OTDX" and bearing car numbers from 6000 to 6174, inclusive, but excluding numbers 6009, 6073, 6087 and 6108.

DEC 7 1981 2 30 PM

ASSIGNMENT
INTERSTATE COMMERCE COMMISSION

Agreement dated this 30th day of November, 1981 by and among SCHRODER LEASING CORPORATION ("Lender"), a New York corporation; GREENBRIER LEASING CORPORATION ("Company"), a Delaware corporation; and JAMES-FURMAN & COMPANY ("James-Furman"), a Delaware corporation ("Agreement").

James-Furman has requested and Lender has agreed to loan Company Two Million Eight Hundred Fifty-Five Thousand, Three Hundred Fifty Dollars (\$2,855,350.00) for the purpose of purchasing Company.

I. Unless otherwise described or defined, the definitions used herein shall have the same meaning as in a certain Loan Agreement, Security Agreement and Promissory Note among Lender, Company, and James-Furman dated November 30, 1981.

II. Company is a Lessor in a lease transaction with The Goodyear Tire & Rubber Company ("Lessee") under which it is the owner of 171 railcars ("Equipment") on lease under the Lease Extension for a term of 72 months commencing November 1, 1981.

III. Company is a wholly-owned subsidiary of James-Furman.

NOW, therefore, the parties agree as follows:

1. Company hereby assigns to Lender, its successors and assigns, all of Company's right, title and interest in and to the Equipment, Lease Agreement, Lease Extension Agreement and the rental payments thereunder, and in certain other Pledged Assets described in Section 8 of the Loan Agreement, dated November 30, 1981. Lender, providing Company and James-Furman are not in material default under the Loan Agreement and Promissory Note, agrees to release and surrender to Company and James-Furman its right, title and interest in and to the Pledged Assets described in Section 8 of the Loan Agreement after 18 months from the date of the Loan Agreement in exchange for posting by the Company as substitute security a certificate of deposit in the amount of \$100,000.00 at the J. Henry Schroder Bank and Trust Company. Such certificate of deposit shall be placed at competitive market interest rates and the interest income derived from it shall accrue exclusively to the Company and may be withdrawn by Company as available.

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to execute this assignment on the date first above written.

SCHRODER LEASING CORPORATION
"LENDER"

By 
Its 

GREENBRIER LEASING CORPORATION
"COMPANY"

By W. S. A. Furman V.P.
Its

JAMES-FURMAN & COMPANY

By W. S. A. Furman V.P.
Its

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 30th day of November, 1981, before me personally came William Furman, to me known, who, being by me duly sworn, did depose and say that he resides at No. 3494 Chippewa Court, West Linn, Oregon 97068, that he is the Vice President of Greenbrier Leasing Corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Christopher Read Wall

Notary Public

CHRISTOPHER READ WALL
Notary Public, State of New York
No. 31-4736757
Qualified in New York County
Commission Expires March 30, 1983

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 30th day of November, 1981, before me personally came William Furman, to me known, who, being by me duly sworn, did depose and say that he resides at No. 3494 Chippewa Court, West Linn, Oregon 97068, that he is the Vice President of James-Furman & Company, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Christopher Read Wall

Notary Public

CHRISTOPHER READ WALL
Notary Public, State of New York
No. 31-4736757
Qualified in New York County
Commission Expires March 30, 1983

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 30th day of November, 1981, before me personally came J. J. MacIsaac, to me known, who, being by me duly sworn, did depose and say that he resides at No. 75 Norfield Road, Weston, Connecticut, that he is the President of Schroder Leasing Corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.



Notary Public

CHRISTOPHER READ WALL
Notary Public, State of New York
No. 31-4736757
Qualified in New York County
Commission Expires March 30, 1983